

RECORDATION NO. 26164-A FILED

MAY 31 '06

10-30 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

May 31, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum Of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, and Lease Supplement No. 3, dated as of May 31, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 26164.

The names and addresses of the parties to the enclosed document are:

Lessor: Wells Fargo Bank Northwest, National
Association, not in its individual capacity but
solely as Trustee
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

Lessee: First Union Rail Corporation
6250 River Road, Suite 5000
Rosemont, Illinois 60018

Mr. Vernon A. Williams
May 31, 2006
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A description of the railroad equipment covered by the enclosed document is:

79 locomotives: NS 5501 - NS 5580 (except NS 5531).

A short summary of the document to appear in the index is:

Memorandum Of Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, and Lease Supplement No. 3.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

MAY 31 '06

10:30 AM

SURFACE TRANSPORTATION BOARD
**MEMORANDUM OF LEASE AGREEMENT, LEASE SUPPLEMENT NO. 1,
LEASE SUPPLEMENT NO. 2 AND LEASE SUPPLEMENT NO. 3
(Surface Transportation Board)**

THIS MEMORANDUM OF LEASE, LEASE SUPPLEMENT NO. 1, LEASE SUPPLEMENT NO. 2 AND LEASE SUPPLEMENT NO. 3, dated May 31, 2006 (this "Memorandum"), is between WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Owner Trustee (the "Lessor"), and FIRST UNION RAIL CORPORATION, a North Carolina corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Lessee has leased from Lessor certain railcars identified on Schedules 1, 2 & 3, attached hereto, under Lease Supplement No. 1, Lease Supplement No. 2 and Lease Supplement No. 3 to that certain Equipment Lease Agreement (FURC Trust No. 2006-1), each dated May 31, 2006 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, NOT IN ITS
INDIVIDUAL CAPACITY BUT SOLELY AS
OWNER TRUSTEE, AS LESSOR

By: [Signature]

Name: Jon Croasmun

Title: Assistant Vice President

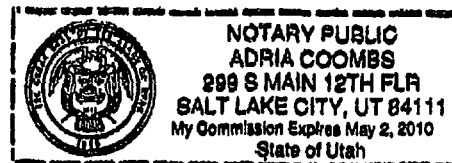
STATE OF Utah)
) ss:
COUNTY OF Salt Lake)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Salt Lake this ____ day of May, 2006 by Jon Croasmun, as Assistant Vice President of Wells Fargo Bank Northwest, National Association.

[Signature]
Notary Public

My commission expires: _____

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION, AS
LESSEE

By: [Signature]

Name: John J. Thomas

Title: President

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Cook this day of May, 2006 by John J. Thomas, as President of FIRST UNION RAIL CORPORATION, a North Carolina corporation.

[Signature]
Notary Public

My commission expires: 8-14-2008

[Notarial Seal]



SCHEDULE 1

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 1

Basic Group	Equipment Description	Unit Mark	# of Units	Builder
A	2000 H.P., 4 axle, Locomotive	NS 5501 – NS 5503 NS 5504 – NS 5524	24	EMD

SCHEDULE 2

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 2

Basic Group	Equipment Description	Unit Mark	# of Units	Builder
B	2000 H.P., 4 axle, Locomotive	NS 5525 – NS 5530 NS 5532 – NS 5556	31	EMD

SCHEDULE 3

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 3

Basic Group	Equipment Description	Unit Mark	# of Units	Builder
C	2000 H.P., 4 axle, Locomotive	NS 5557 – NS5579 NS 5580	24	EMD

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: May 31, 2006

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord